

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,³) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors) **Objection Deadline: To be Determined**
) **Hearing Date:**

**Summary of the Final Application of Woodcock Washburn for Compensation for
Services and Reimbursement of Expenses as Special Litigation Counsel and
Ordinary Course Professionals for W.R. Grace & Co., *et al.*, for the Period of
April 2, 2001, through February 3, 2014**

Name of Applicant:	Woodcock Washburn LLP
Authorized to Provide Professional Services to:	W. R. Grace & Co., et al., Debtors and Debtors-in-Possession
Date of Retention as Special Litigation Counsel:	Retention Order entered January 22, 2003
Date of Retention as Ordinary Course Professional:	Order Permitting Expansion of Services entered April 15, 2005
Period for which compensation and reimbursement is sought	April 2, 2001, through February 3, 2014
Amount of Compensation sought as actual, reasonable and necessary:	\$ 3,716,655.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 810,651.56

³ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The following monthly fee applications within the Fee Period have previously been filed:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
1/1 – 1/31/03	June 9, 2003	\$11,423.35	\$184.10
2/1 – 2/28/03	June 9, 2003	29,216.00	684.22
3/1 – 3/31/03	June 9, 2003	14,351.00	647.43
4/1 – 4/30/03	June 3, 2003	14,268.50	244.41
5/1 – 5/31/03	July 11, 2003	20,293.50	703.19
6/1 – 6/30/03	August 1, 2003	24,087.00	2,822.23
7/1 – 7/31/03	September 18, 2003	14,157.50	1,834.84
8/1/ - 8/31/03	October 17, 2003	5,120.00	2,346.40
9/1 – 9/30/03	November 6, 2003	18,536.00	2,143.81
10/1 – 10/31/03	December 16, 2003	26,622.50	7,747.17
11/1 – 11/30/03	January 23, 2004	46,329.50	22.29
12/1 – 12/31/03	February 11, 2004	60,218.00	13,537.76
1/1 – 1/31/04	March 29, 2004	117,384.00	34,007.41
2/1 - 2/29/04	April 13, 2004	66,216.00	16,476.09
3/1 - 3/31/04	April 27, 2004	96,991.00	8,235.63
4/1 - 4/30/04	June 16, 2004	111,132.00	14,316.26
5/1 - 5/31/04	July 19, 2004	104,787.00	14,642.22
6/1 - 6/30/04	July 29, 2004	117,125.00	8,779.51
7/1 - 7/31/04	September 17, 2004	85,802.00	10,905.33
8/1 – 8/31/04	October 22, 2004	102,078.00	9,582.05
9/1 – 9/30/04	November 9, 2004	156,479.00	32,088.05
10/1 - 10/31/04	December 17, 2004	169,846.00	69,597.98
11/1 – 11/30/04	January 14, 2005	203,792.00	29,179.11
12/1 – 12/31/04	February 11, 2005	164,958.00	92,377.99
1/1 – 1/31/05	March 18, 2005	176,884.00	28,342.86
2/1 – 2/28/05	April 15, 2005	157,122.50	125,892.70
3/1 – 3/31/05	May 10, 2005	196,913.00	143,160.77
4/1 – 4/30/05	June 21, 2005	124,598.70	6,544.89
5/1 – 5/31/05	July 20, 2005	198,043.00	45,257.99
6/1 – 6/30/05	August 11, 2005	82,795.50	28,829.43
7/1 – 7/31/05	September 15, 2005	53,078.50	578.90
8/1 – 8/31/05	October 12, 2005	44,755.00	4,009.23
9/1 – 9/30/05	November 22, 2005	47,211.00	146.73
10/1 – 10/31/05	December 16, 2005	18,168.50	665.33
11/1 – 11/30/05	January 31, 2006	11,158.00	17.20
12/1 – 12/31/05	March 10, 2006	4,340.00	12.38
1/1 – 1/31/06	March 29, 2006	3,470.00	80.82

2/1 – 2/28/06	April 19, 2006	4,121.50	300.25
3/1 – 3/31/06	May 4, 2006	8,338.50	2,055.56
4/1 – 4/30/06	July 7, 2006	10,612.50	4,762.62
5/1– 5/31/06	July 13, 2006	54,925.00	2,871.85
6/1 – 6/30/06	August 4, 2006	108,519.50	669.50
7/1 – 7/31/06	October 3, 2006	44,957.50	425.85
8/1 – 8/31/06	October 31, 2006	4,800.50	87.00
9/1 – 9/30/06	None Submitted	–	–
10/1 – 10/31/06	December 21, 2006	6,974.00	225.13
11/1 – 11/30/06	None Submitted	–	–
12/1– 12/31/06	February 12, 2007	13,156.00	496.85
1/1– 1/31/07	March 13, 2007	7,700.50	124.85
2/1 – 2/28/07	April 4, 2007	17,119.50	–
3/1 – 3/31/07	May 10, 2007	17,649.00	271.07
4/1 – 4/30/07	June 19, 2007	4,328.50	–
5/1– 5/31/07	July 13, 2007	25,241.50	–
6/1 – 6/30/07	August 23, 2007	4,814.00	2,326.25
7/1 – 7/31/07	September 28, 2007	2,510.00	178.50
8/1 – 8/31/07	October 12, 2007	14,305.00	234.00
9/1 – 9/30/07	December 10, 2007	5,959.00	194.00
10/1 – 10/31/07	December 14, 2007	7,213.00	–
11/1 – 11/30/07	January 22, 2008	2,911	–
12/1– 12/31/07	February 6, 2008	25,057.00	2,661.75
1/1– 1/31/08	March 13, 2008	32,984.00	–
2/1 – 2/29/08	April 28, 2008	21,984.00	
3/1 – 3/31/08	May 7, 2008	4,302.00	560.00
4/1– 4/30/08	June 12, 2008	4,332.00	–
5/1– 5/31/08	July 7, 2008	445.00	10.79
6/1 – 6/30/08	None Submitted	–	–
7/1 – 7/31/08	September 19, 2008	19,266.00	–
8/1 – 8/31/08	October 14, 2008	11,601.50	–
9/1 – 9/30/08	November 11, 2008	8,074.00	762.00
10/1 – 10/31/08	December 11, 2008	11,056.50	–
11/1 – 11/30/08	January 22, 2009	14,683.50	14.12
12/1– 12/31/08	October 19, 2010	30,541.00	9.00
1/1– 1/31/09	March 17, 2009	32,103.50	–
2/1 – 2/28/09	April 15, 2009	9,576.00	409.50
3/1 – 3/31/09	May 27, 2009	11,226.50	–
4/1– 4/30/09	July 7, 2009	2,139.00	140.00
5/1– 5/30/09	July 17, 2009	5,472.00	810.00
6/1 – 6/30/09	None submitted	–	–
7/1– 7/31/09	September 22, 2009	195.00	–

8/1 – 8/31/09	October 12, 2009	228.00	-
9/1 – 9/30/09	November 11, 2009	21,153.00	180.00
10/1 – 10/31/09	December 3, 2009	11,029.50	-
11/1 – 11/30/09	January 13, 2010	7,866.50	-
12/1 – 12/31/09	February 2, 2010	7,923.00	1388.00
1/1 – 1/31/10	None submitted	-	-
2/1 – 2/28/10	None submitted	-	-
3/1 – 3/31/10	May 25, 2010	1,904.00	1100.00
4/1 – 4/30/10	June 16, 2010	1,392.00	4.72
5/1 – 5/31/2010	July 13, 2010	9,003.50	-
6/1 – 6/30/2010	August 9, 2010	4,627.00	-
7/1 – 7/31/2010	September 14, 2010	11,372.50	93.45
8/1 – 8/31/2010	October 19, 2010	2,645.00	498.39
9/1 – 9/30/2010	November 8, 2010	714.00	-
10/1 – 10/31/2010	December 17, 2010	6,381.00	970.14
11/1 – 11/30/2010	January 10, 2011	16,883.50	3,390.00
12/1 – 12/31/2010	February 14, 2011	2,054.00	-
1/1 – 1/31/2011	March 14, 2011	7,318.50	-
2/1 – 2/28/2011	April 15, 2011	14,948.50	130.00
3/1 – 3/31/2011	May 6, 2011	1,502.00	130.00
4/1 – 4/30/2011	None submitted	-	-
5/1 – 5/31/2011	None submitted	-	-
6/1 – 6/30/2011	August 12, 2011	4,570.50	-
7/1 – 7/31/2011	September 12, 2011	2,607.50	40.00
8/1 – 8/31/2011	October 11, 2011	720.00	1,990.00
9/1 – 9/30/2011	November 16, 2011	200.00	-
10/1 – 10/31/2011	None submitted	-	-
11/1 – 11/30/2011	January 25, 2012	2,325.00	
12/1 – 12/31/2011	None submitted	-	-
1/1 – 1/31/2012	March 13, 2012	3,384.00	-
2/1 – 2/29/2012	April 9, 2012	738.50	1,270.00
3/1 – 3/31/2012	June 5, 2012	2,239.00	2,200.00
4/1 – 4/30/2012	June 18, 2012	7,932.00	3,100.00
5/1 – 5/31/2012	July 6, 2012	3,111.00	-
6/1 – 6/30/2012	August 13, 2012	1,560.00	-
7/1 – 7/31/2012	September 19, 2012	2,049.00	-
8/1 – 8/31/2012	None submitted		
9/1 – 9/30/2012	October 30, 2012	22,846.50	320.00
10/1 – 10/31/2012	November 26, 2012	6,954.00	-
11/1 – 11/30/2012	January 11, 2013	2,440.00	-
12/1 – 12/31/2012	February 8, 2013	2,694.50	1,886.00
1/1 – 1/31/2013	April 2, 2013	1,953.00	-

2/1 – 2/28/2013	April 19, 2013	6,999.00	-
3/1 – 3/31/2013	May 8, 2013	11,094.00	898.15
4/1 – 4/30/2013	June 7, 2013	11,219.00	1,152.40
5/1 – 5/31/2013	July 23, 2013	8,721.00	160.00
6/1 – 6/30/2013	August. 7, 2013	5,917.00	3,228.10
7/1 – 7/31/2013	August 23, 2013	1,008.00	1,044.00
8/1 – 8/31/2013	October 9, 2013	-	771.30
9/1 – 9/30/2013	November 6, 2013	2,375.00	-
10/1 – 10/31/2013	December 5, 2013	3,535.00	-
11/1 – 11/30/2013	January 21, 2014	352.50	-
12/1 – 12/31/2013	January 28, 2014	2,375.00	-
TOTAL		\$3,716,655.00	\$810,651.56

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

**Final Application of Woodcock Washburn for Compensation and for
Reimbursement of Expenses as Special Litigation Counsel and Ordinary Course
Professionals for April 2, 2001, through February 3, 2014.**

Pursuant to section 327, 330 and 331 of Title 11 of the United States Code (as amended, the “Bankruptcy Code”), Fed. R. Bankr. P. 2016, the Retention Orders (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (The “Interim Compensation Order”), the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (The “Amended Interim Compensation Order”) and Del.Bankr.LR 2016-2, the law firm of Woodcock Washburn LLP (“Woodcock”), special

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cumings, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

litigation counsel and ordinary course professional for the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby applies for an order confirming all compensation and reimbursement already made for the reasonable and necessary legal service Woodcock rendered to the Debtors during the period April 2, 2001, through February 3, 2014 (the “Fee Period”), and providing compensation and reimbursement of any as-yet-unpaid requests made to this Court for services and expenses for that period. In support of this Application, Woodcock states as follows:

Background

Retention of Woodcock Washburn

1. By this Court’s order dated January 22, 2003, (the “Retention Order”), the Debtors were authorized to retain Woodcock as special litigation counsel. On April 15, 2005, the Court entered a further Order (“the Expansion Order”) granting Debtor’s “Motion for Authorization to Modify and Expand the Scope of Services Provided by Woodcock Washburn LLP.” This Order authorized Debtor to retain Woodcock to provide to Debtor further services in ordinary course in the field of intellectual property and authorized Debtor to reimburse Woodcock for ordinary course services provided prior to the Order entry date. The Retention Order and Expansion Order authorize the Debtor to compensate Woodcock at Woodcock’s hourly rates charged for services of this kind and to reimburse Woodcock for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable local rules, and orders of this Court.²

² Effective January 1, 2014, Woodcock combined with the law firm of Baker & Hostetler LLP.

Interim Fee Applications Covered Herein

2. Pursuant to the procedures set forth in the Interim Compensation Order and the Amended Interim Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a “Monthly Fee Application”); the notice parties listed in the Amended Interim Compensation Order may object to such request. If no party objects to a professional’s Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

3. Woodcock has filed 42 Quarterly Fee Applications for the Fee Period. All fees and expenses for the first 41 applications have been approved on an interim basis and all fees and reimbursements requested in those Applications have been paid. The 42nd Quarterly Fee Application, for October 1, 2013 through December 31, 2013, requesting \$6262.50 in fees and reimbursement of \$771.30 for expenses, is pending. The total amounts requested for the Fee Period are \$3,716,655.00 for fees and \$810,651.56 for expenses.

4. In its roles as ordinary course professional and special litigation counsel, Woodcock advised W.R. Grace & Co.-Conn. on general matters relating to intellectual property and has performed general services in the intellectual property field, such as rendering opinions on certain intellectual property matters. Because Woodcock’s fee applications may be obtained by third-parties, the descriptions of fee services provided

have necessarily been made more general than might otherwise be provided in order to protect applicable privileges.

Requested Relief

5. By this Final Fee Application, Woodcock requests that the Court approve the allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Woodcock for the Fee Period, as detailed in the individual monthly and quarterly petitions filed for the respective interim periods, and authorize payment of the allowed amounts, less any amounts already actually paid to Woodcock.

Disinterestedness

6. Woodcock does not hold or represent any interest adverse to the estates, and has been, at all relevant times, a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code. Woodcock disclosed in its Application for Appointment as Special Litigation Counsel any connection it had to the Debtors that it had been able to ascertain using its reasonable efforts.

Representations

7. Woodcock believes that this Final Fee Application complies with the requirements of the Amended Interim Compensation Order and the applicable rules of this Court.

8. Woodcock performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor, or other person.

9. During the Fee Period, Woodcock has received no payment, nor has it received any promises for payment, from any other source for services rendered during the Fee Period or to be rendered in any capacity whatsoever in connection with its acting as counsel for Debtors.

10. Pursuant to Fed. R. Bank. P. 2016(b), Woodcock has not shared, nor has it agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Woodcock, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 case.

WHEREFORE, Woodcock respectfully requests that the Court enter an order providing that (a) for the period April 2, 2001, through February 3, 2014, a final allowance be made to Woodcock for (i) \$3,716,655.00 as compensation for reasonable and necessary professional services rendered to Debtors, and (ii) \$810,651.56 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$4,527,306.56 and (b) Debtors be authorized and directed to pay to Woodcock the outstanding amounts of these sums.

Respectfully submitted

Date: May 2, 2014

/s/Gary H. Levin
Gary H. Levin
Woodcock Washburn LLP
Cira Centre, 12th Floor
2929 Arch Street
Philadelphia, PA 19104-2891
(215) 568-3100
levin@woodcock.com